

Nominal Defendant Sears Holdings Corp. (“Sears”), by and through its undersigned counsel, hereby responds to the First Amended Complaint of Plaintiff Aaron Rubenstein (“Plaintiff”).

The Complaint names Sears solely as a nominal defendant with respect to claims that Plaintiff purports to assert derivatively against other defendants under Section 16(b) of the Securities Exchange Act of 1934, 15 U.S.C. § 78p(b). No claims are asserted against Sears, and no relief is sought from Sears. Rather, the Complaint seeks to assert claims that, if they exist, would belong to Sears. Accordingly, no answer or other response to the First Amended Complaint is required from Sears. Sears reserves all of its rights with respect to this action, including the right to assert that Plaintiff lacks standing to sue on Sears’s behalf.

DATED: New York, NY
January 3, 2018

Respectfully submitted,

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ Joseph E. Floren
Joseph E. Floren, Esq. (admitted *pro hac vice*)
One Market Street, Spear Street Tower
San Francisco, CA 94114
Tel: (415) 442-1000
joseph.floren@morganlewis.com

Amy J. Greer
Katarzyna Mularczyk
101 Park Avenue
New York, NY 10178
(212) 309-6000
amy.greer@morganlewis.com
katarzyna.mularczyk@morganlewis.com

Attorneys for Nominal Defendant Sears Holdings Corp.

CERTIFICATE OF SERVICE

I hereby certify that on January 3, 2018, I authorized the electronic filing of a true and correct copy of the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the e-mail addresses of all counsel of record.

DATED: January 3, 2018

/s/ Joseph E. Floren
Joseph E. Floren, Esq. (admitted *pro hac vice*)
MORGAN, LEWIS & BOCKIUS LLP
One Market Street, Spear Street Tower
San Francisco, CA 94114
Tel: (415) 442-1000
joseph.floren@morganlewis.com